

Corporate

As businesses contend with heightened risks posed by volatile markets, deal disruptions, antitrust concerns, regulatory complexities, supply chain issues, and ESG factors, making the deal happen has never been more challenging. But making the deal work is even more crucial.

Jenner & Block's Corporate team serves clients grappling with complex mergers and acquisitions, securities, finance, and private equity matters. Our lawyers, many of whom have extensive government backgrounds, act as strategic partners from ideation through post-closing issues, helping our clients shape and achieve their vision and growth strategy. We make sure we understand our clients' business goals because we care deeply about their success.

Crafting Pragmatic, Transformative Solutions Across Industries

Our clients run the gamut from Fortune 500 corporations, middle-market, and emerging companies to private equity, hedge funds, and family businesses. They hail from highly regulated industries such as aerospace and defense, life sciences, food and beverage, and energy, as well as from media and entertainment, and evolving fields such as technology, fintech, and cannabis, among many others. Companies seek our counsel because it is pragmatic and focused on their specific issues and concerns. We deploy efficient, nimble teams that leverage the firm's full range of knowledge and experience, and we regularly consult with our colleagues in antitrust, regulatory, tax, labor, employee benefits, environmental, government contracts and grants, restructuring and bankruptcy, data privacy and cybersecurity, and real estate to provide comprehensive due diligence and integrated transaction structures and advice.

Experienced in Landmark Transactions

Our Corporate team has successfully managed some of the largest transactions in history. From capital raising, tender offers, mergers, acquisitions, and divestitures to buyouts, going-private transactions, and reorganizations, we assist clients with their US and cross-border transactions from initial planning and structuring through execution and closing. We also advise clients on all aspects of cross-border joint ventures, strategic alliances, venture capital investing, corporate governance, and exit strategies. Company management and boards of directors also rely on us for counsel on deal-related issues and public company reporting obligations.

Sophisticated Finance Capabilities

We are exceptionally proficient in complex and sophisticated financings of every type and size, including secured and unsecured syndicated financings and direct lending, leveraged financing,

acquisition financings, asset-based loans, investment grade facilities, cross-border finance, public and private debt placements, equipment leasing, mezzanine facilities, debtor-in-possession financings, and workouts and restructurings. We represent public and private companies across a broad variety of industries, sponsors, and institutional and alternative capital lenders and bring broad experience and knowledge of market trends and astute business and risk analysis to every transaction.

Extensive Experience in Securities Transactions and Compliance

Our Corporate lawyers are deeply experienced representing clients throughout the lifecycle of a securities transaction, as they navigate compliance with federal securities laws, and beyond. We frequently represent clients in capital-raising activities including public equity and debt offerings, Rule 144A debt offerings, and private placement transactions, as well as in tender and exchange offers, and in the securities law aspects of M&A transactions. Large and small publicly held companies turn to us for counseling on securities compliance, 1934 Act reporting, and ongoing disclosure matters, including on the requirements of the Sarbanes-Oxley Act, the Dodd-Frank Act, and SEC and securities exchange rules. We are also sought after by public company audit committees, as well as independent directors and other public company committees, in matters involving federal securities laws and corporate governance.

Sophisticated Real Estate Dealmakers

Our market leading real estate transactions team partners with clients across every facet of real estate transactions in all jurisdictions and in international transactions, which include the most complex and sophisticated deals. Sitting on both sides of the table—representing borrowers and lenders, buyers and sellers, and landlords and tenants—our lawyers have helped clients weather numerous real estate boom and bust cycles. We have extensive experience handling loan workouts and restructuring, construction and ground up development, complex lease transactions (including synthetic lease transactions and ground lease transactions associated with development and redevelopment of all types of real estate, including, office, multi-family, retail, hotel, industrial, airports, and mixed-use projects across the United States). We also have extensive experience structuring and closing acquisitions and dispositions, finance and private equity transactions, corporate and institutional real estate transactions, and real estate securities transactions.

Cross-Border Transactions

With valuable industry knowledge, we have extensive experience representing US and overseas clients in international and cross-border business transactions. Our lawyers have experience in crafting strategies and guiding transactions to successful outcomes, and providing clear, informed, and practical advice on the nuances of cross-border transactions. We work frequently and seamlessly with overseas counsel to coordinate with respect to the negotiation, closing, and other aspects of transactions. We draw on experience from across the firm to help clients navigate

concerns that often arise in cross-border transactions, including antitrust (HSR) and foreign investment (CFIUS) issues.

Strategic Board Counseling

Experience is our strength in the boardroom as we offer guidance on the highest-level of issues and concerns. We facilitate strategic planning and table-top discussions on corporate governance and compliance, as well as environmental, social, and governance (ESG) and crisis management matters to company boards of directors, independent and other board committees, and senior management. We routinely counsel companies on their daily challenges as well as unexpected events and crisis situations, including restructurings. We provide complete coverage and address the spectrum of issues by drawing from our legal professionals to deliver leadership across key practice disciplines.

We also have significant experience representing public companies in connection with a wide array of corporate governance and corporate control matters. Our governance experience includes counseling on the fiduciary duties of boards of directors, stockholder activism and rights plan implementations, and other anti-takeover defense measures, among other matters. We also have extensive experience advising companies in connection with shareholder engagement and stockholder meeting matters.

Experience

Mergers and Acquisitions

- Represented Albertsons Companies, Inc. in its announced merger with Kroger valued at \$25 billion and its announced \$2.4 billion asset sale to C&S Wholesale Grocers LLC in connection with the proposed merger with Kroger. Both transactions were terminated following an adverse regulatory ruling.
- Represented Aerojet Rocketdyne Holdings in its agreement to sell itself to Lockheed Martin in a \$5 billion all-cash merger transaction, an agreement that was subsequently terminated due to antitrust regulatory hurdles
- Represented Canadian National Railway Company in its acquisition of the Iowa Northern Railway
- Represented General Dynamics in its \$9.7 billion acquisition of CSRA, \$2.2 billion acquisition of Anteon International, and billions of public debt offerings
- Represented General Motors in its \$23.1 billion IPO, \$50 billion Section 363 sale out of bankruptcy, \$17.6 billion multi-tranche global offering of debt securities, and \$5.6 billion sale of Allison Transmission business to The Carlyle Group and Onex Corporation

- Represented Lonza Group in its \$630 million sale of its Water Care business to Platinum Equity and the acquisition of a controlling stake in Octane Biotech; \$5.5 billion acquisition of Capsugel; \$1.2 billion acquisition of Arch Chemicals
- Represented the Special Committee of independent directors of Lawson Products in connection with Lawson's stock-for-stock mergers with Gexpro Services and TestEquity, the mergers create a best-in-class specialty distribution holding company with an estimated combined pro forma annual revenue of more than \$1 billion

Securities

- Represented Aurora Cannabis in an offering of \$345 million aggregate principal amount of 5.5% convertible senior notes due 2024
- Represented General Dynamics in multiple public offerings of senior notes in the amounts of \$7.5 billion, \$4 billion, \$2.4 billion, \$2 billion, \$1.5 billion, \$1.1 billion, \$1 billion, \$1 billion, \$1 billion, and \$750 million
- Represented Lonza Group AG in its \$2.3 billion rights offering and \$865 million equity offering
- Represented Shift Technologies in establishing a \$150 million at-the-market facility

Financing

- Represented Albertsons Companies in its amendment and restatement of its existing \$4 billion asset-based revolving credit facility, the credit facility is secured by substantially all of the assets of Albertsons Companies and approximately 190 of its subsidiaries
- Represented Methode Electronics in its \$750 million multicurrency revolving credit agreement
- Represented Knoll, Inc. in its \$750 million multi-currency credit facility and its approximately \$300 million acquisition under Danish law of Muuto Holdings ApS and its subsidiaries
- Represented Theratechnologies in securing a \$100 million non-dilutive term loan from Marathon Asset Management

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Related Capabilities

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